

**ACQUISITION OF  
[TARGET]  
BY  
[BUYER]**

**CLOSING CHECKLIST**

Closing Date: [Date], 202\_

**LEGEND**

“[11]” .....	[Individual 1]	“[16]” .....	[Individual 6]
“[12]” .....	[Individual 2]	“Optionholders” .....	[14], [15], [17] and [19]
“[13]” .....	[Individual 3]		
“[Bank 2]” .....	[Bank 2]	“[17]” .....	[Individual 7]
		“SPA” .....	Stock Purchase Agreement among [Seller], [Buyer] and [Target], dated as of [Date], 201_
“[Seller]” .....	[Seller Company Name]	“[Target]” .....	[Target Company Name]
“[Seller Parent]” .....	[Seller Parent Company Name]	“[18]” .....	[Individual 8]
“[FA1]” .....	[Financial Advisor 1]	“[19]” .....	[Individual 9]
“[FA2]” .....	[Financial Advisor 2]	“[Buyer]” .....	[Buyer]
“[FA3]” .....	[Financial Advisor 3]	“[Buyer Parent]” .....	[Buyer Parent]
“[LF1]” .....	[Law Firm 1]	“[Bank]” .....	[Bank]
“[I4]” .....	[Individual 4]	“[LF2]” .....	[Law Firm 2]
“[I5]” .....	[Individual 5]	“[LF3]” .....	[Law Firm 3]

<u>No.</u>	<u>Item/Event</u>	<u>Responsibility</u>	<u>[LF1] Doc. #</u>	<u>Signature</u>	<u>Notes/Related Issues</u>	<u>Status</u>
<b>I. Actions to be Taken and Documents to be Delivered at Signing</b>						
1.	Stock Purchase Agreement, dated as of [Date], 201_ , together with related exhibits and schedules thereto	[LF1], [LF2]		[Target] <input type="checkbox"/> [Seller] <input type="checkbox"/> [Buyer] <input type="checkbox"/> [Seller Parent] <input type="checkbox"/> [Buyer Parent] <input type="checkbox"/>		
2.	Seller Disclosure Schedule	[LF2]				
3.	Option Termination and Release Agreements between [Target] and each of [17], [14], [15] and [19] (§[Number 1])	[LF1]		[Target] <input type="checkbox"/> [14] <input type="checkbox"/> [15] <input type="checkbox"/> [17] <input type="checkbox"/> [19] <input type="checkbox"/>		

<u>No.</u>	<u>Item/Event</u>	<u>Responsibility</u>	<u>[LF1] Doc. #</u>	<u>Signature</u>	<u>Notes/Related Issues</u>	<u>Status</u>
4.	Employment Agreements between [Target] and each of [I7], [I4], [I5] and [I9] (§[Number 2])	[Buyer]		[Target] <input type="checkbox"/> [I4] <input type="checkbox"/> [I5] <input type="checkbox"/> [I7] <input type="checkbox"/> [I9] <input type="checkbox"/>		
5.	Resolutions of Board of Directors of [Buyer] authorizing and approving SPA and related agreements/transactions	[LF1], [Buyer]		[I3] <input type="checkbox"/> [I10] <input type="checkbox"/> [I11] <input type="checkbox"/>		
6.	Resolutions of Board of Directors of [Buyer Parent] authorizing and approving SPA and related agreements/transactions	[LF1], [Buyer Parent]		[I10] <input type="checkbox"/> [I12] <input type="checkbox"/> [I13] <input type="checkbox"/> [I14] <input type="checkbox"/> [I15] <input type="checkbox"/> [I16] <input type="checkbox"/>		
7.	Resolutions of Board of Directors of [Seller] authorizing and approving SPA and related agreements/transactions	[LF2]		[I6] <input type="checkbox"/> [I8] <input type="checkbox"/>	[LF2] delivered on [Date] / 201_	
8.	Consent of Shareholders of [Seller] authorizing and approving SPA and related agreements/transactions	[LF2]				
8A	Consent of Shareholders of [Target] authorizing and approving SPA and related agreements/transactions	[LF2]			[LF2] delivered on [Date] / 201_	
9.	Resolutions of Board of Directors of [Target] authorizing and approving SPA and related agreements/transactions (including approval of Transaction Bonus payments per §[Number 3])	[LF2]		[I1] <input type="checkbox"/> [I2] <input type="checkbox"/> [I6] <input type="checkbox"/> [I7] <input type="checkbox"/> [I8] <input type="checkbox"/>	[LF2] delivered on [Date] / 201_	
10.	Press Release(s)	[Buyer], [Seller Parent]			Release to be coordinated with [Target] for customer communication purposes.	
<b>II. Actions to be Taken and Documents to be Delivered between Signing and Closing</b>						
11.	Market Survey (§[Number 4])	[Buyer], [Target], [FA1]			Confirmatory email sent [Date] / 201_	
12.	HSR Act Filing (§[Number 5])	[LF1], [LF2]			[LF1] and [LF2] have concluded no filing required.	